

PILLSBURY WINTHROP SHAW PITTMAN LLP
Brandon Johnson
1540 Broadway
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Counsel for Creditor 2255 Partners, L.P.

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

| | | |
|------------------------------------|---|-------------------------|
| In re: |) | Chapter 11 |
| RESIDENTIAL CAPITAL, LLC., et al., |) | Case Nos. 12-12020 (MG) |
| Debtors. |) | Jointly Administered |

**2255 PARTNERS, L.P.’S OBJECTION TO CURE AMOUNT STATED IN
NOTICE OF (I) DEBTORS’ INTENT TO ASSUME AND ASSIGN
EXECUTORY CONTRACTS, UNEXPIRED LEASES OF PERSONAL
PROPERTY, AND UNEXPIRED LEASES OF NONRESIDENTIAL REAL
PROPERTY AND (II) CURE AMOUNTS RELATED THERETO**

Creditor and lessor 2255 Partners, L.P. (“Creditor”) hereby objects to the cure amount stated in the *Notice of (I) Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto* (“Notice”), Doc. No. 924, filed by Residential Capital LLC and its debtor subsidiaries (collectively, the “Debtors”) on July 26, 2012.

1. Pursuant to the Notice, the Debtors seek, *inter alia*, to assume and assign to the purchaser of the Purchased Assets (as defined in the Notice) that certain Office Lease dated October 15, 1999 (as subsequently amended from time to time, the “Lease”), between Creditor

and Debtor Residential Funding Company, LLC (successor-in-interest to Residential Funding Corporation) (the “Debtor”) for the premises located at 2255 N. Ontario Street, Burbank, California.

2. Bankruptcy Code Section 365(b)(1) requires that the Debtor cure, or provide adequate assurance that it will promptly cure, any defaults under unexpired leases at the time of assumption (“Cure Amount”).

3. The Notice states that the Cure Amount for the Lease is \$0.00. *See* Notice, Ex. 1 at 1. The Notice states that if no objection to the Cure Amount is timely filed and served the Cure Amount set forth in the Notice shall be binding upon Creditor. The Notice states that the deadline for objecting to the approval of any Cure Amounts is September 28, 2012 at 5:00 p.m. Notice, ¶ 8.

4. Creditor hereby objects to the Cure Amount listed in the Notice for the Lease. As of the date hereof, the Debtor owes Creditor \$14,708.18 for the pre-petition period, composed of (a) \$11,399.83 for outstanding charges for parking in 2010, (b) \$661.66 for other services in 2010, and (c) 2011 true-up of reconciliation of property taxes and operating expenses of \$2,646.69, as described in the aging report, excerpts from charge activity reports, and invoices attached hereto as **Exhibits A-C**, respectively. In addition, Creditor asserts that the Cure Amount also includes any and all amounts owed under the Lease for the post-petition period to the extent that the Debtor does not pay such amounts in the ordinary course of business as represented in the Notice.

WHEREFORE, Creditor respectfully requests that the Court deny any request by the Debtors to assume and assign the Lease unless and until Creditor is paid, or is provided adequate assurance that it will be promptly paid, the Cure Amount in full.

Dated: September 28, 2012
New York, New York

Respectfully submitted,

/s/ *Brandon Johnson*
Brandon Johnson
PILLSBURY WINTHROP SHAW PITTMAN LLP
1540 Broadway
New York, NY 10036
(212) 858-1000 (Phone)
(212) 858-1500 (Fax)

Counsel for Creditor 2255 Partners, L.P.

EXHIBIT A

Report Date: 09/21/2012

Media Studio North Phase II
AR Aging by Lease ID
As of 09/21/2012

Page 1
Project BMSN201

Report ID: AR AGING LID

| Floor | Unit | Doc Num | Doc Date | Due Date | Doc Desc | Chg Code | Chg Desc | Original Amount | Total Balance | Current Balance | 1 to 30 Balance | 31 to 60 Balance | 61 to 90 Balance | Over 90 Balance |
|-----------------------------------|------|----------|----------|----------|-------------------------|----------|----------|-----------------|---------------|-----------------|-----------------|------------------|------------------|-----------------|
| LRESIFU01 LRESIFU01 | | | | | | | | | | | | | | |
| | | R0141313 | 01/01/10 | 01/01/10 | Non-Contractual Parking | | | 5,220.00 | 2,682.42 | 0.00 | 0.00 | 0.00 | 0.00 | 2,682.42 |
| | | R0149020 | 05/01/10 | 05/01/10 | Non-Contractual Parking | | | 5,220.00 | 3,497.41 | 0.00 | 0.00 | 0.00 | 0.00 | 3,497.41 |
| | | R0152973 | 07/01/10 | 07/01/10 | Non-Contractual Parking | | | 5,220.00 | 5,220.00 | 0.00 | 0.00 | 0.00 | 0.00 | 5,220.00 |
| | | R0152973 | 07/01/10 | 07/01/10 | Other Services | | | 661.66 | 661.66 | 0.00 | 0.00 | 0.00 | 0.00 | 661.66 |
| | | G0195761 | 07/17/12 | 07/17/12 | Inv# 400-331 Twa 362 | | | 185.00 | 185.00 | 0.00 | 0.00 | 0.00 | 0.00 | 185.00 |
| | | G0195761 | 07/17/12 | 07/17/12 | Pest cont | | | 19.00 | 19.00 | 0.00 | 0.00 | 0.00 | 0.00 | 19.00 |
| | | R0197156 | 09/02/12 | 09/02/12 | Inv# 400-331 Twa 362 | | | 11,508.24 | 11,508.24 | 0.00 | 11,508.24 | 0.00 | 0.00 | 11,508.24 |
| | | R0197156 | 09/02/12 | 09/02/12 | Estimated Operating | | | 3,684.24 | 3,684.24 | 0.00 | 3,684.24 | 0.00 | 0.00 | 3,684.24 |
| | | R0197156 | 09/02/12 | 09/02/12 | Estimated Operating | | | (11,508.24) | (11,508.24) | 0.00 | (11,508.24) | 0.00 | 0.00 | 0.00 |
| | | R0197156 | 09/02/12 | 09/02/12 | Cost | | | 6,376.08 | 6,376.08 | 0.00 | 6,376.08 | 0.00 | 0.00 | 6,376.08 |
| | | R0197156 | 09/02/12 | 09/02/12 | Estimated Real Est Tax | | | (1,037.55) | (1,037.55) | 0.00 | (1,037.55) | 0.00 | 0.00 | 0.00 |
| | | R0197156 | 09/02/12 | 09/02/12 | Estimated Real Est Tax | | | (6,376.08) | (6,376.08) | 0.00 | (6,376.08) | 0.00 | 0.00 | 0.00 |
| | | G0198140 | 09/17/12 | 09/17/12 | OT HVAC - AUG | | | 53.94 | 53.94 | 0.00 | 53.94 | 0.00 | 0.00 | 53.94 |
| | | G0198140 | 09/17/12 | 09/17/12 | OT HVAC - AUG | | | 126.06 | 126.06 | 0.00 | 126.06 | 0.00 | 0.00 | 126.06 |
| | | G0198155 | 09/17/12 | 09/17/12 | otlos elec - aug | | | 899.06 | 899.06 | 0.00 | 899.06 | 0.00 | 0.00 | 899.06 |
| Total LRESIFU01 | | | | | | | | 20,251.41 | 15,991.24 | 0.00 | 3,725.75 | 0.00 | 204.00 | 12,061.49 |
| Total Media Studio North Phase II | | | | | | | | 15,991.24 | 0.00 | 3,725.75 | 0.00 | 204.00 | 12,061.49 | |

EXHIBIT B

9/12/12 SRS2
13:23:46 QPADEV005F

Shorenstein
Print Charge Activity

ARLAD05T AR5256-A Page 1
SRS2 V980924 SRSNYOUNG

From Tenant.. BAJILPR01 To Tenant.... Z9008GR01
From Lease... LRESIFU01 To Lease..... LRESIFU01

Tenant TRESIFU01 Residential Funding Company
Project BMSN201

From 12/01/09 To 9/12/12

| | | | | | Receipt Application | | | | |
|---------------|----------|-----------|-----------------|------------|---------------------|----------|----------|------------|-------------|
| Document | Date | Lease | Description | Amount | Appl. Document | Date | Date | Amount | Outstanding |
| R 0139451 001 | 12/01/09 | LRESIFU01 | Non-Contractual | 5,220.00 | C 0175940 001 | 12/03/09 | 12/03/09 | 500.00 | 4,720.00 |
| | | | | | C 0179704 001 | 2/02/10 | 2/02/10 | 4,720.00 | .00 |
| R 0139451 002 | 12/01/09 | LRESIFU01 | Other Services | 661.66 | C 0175940 001 | 12/03/09 | 12/03/09 | 661.66 | .00 |
| R 0139451 003 | 12/01/09 | LRESIFU01 | Rent | 137,328.10 | C 0175940 001 | 12/03/09 | 12/03/09 | 137,328.10 | .00 |
| G 0159388 001 | 12/17/09 | LRESIFU01 | AC000800 11/09 | 81.22 | C 0191185 001 | 7/23/10 | 7/23/10 | 81.22 | .00 |
| G 0159388 002 | 12/17/09 | LRESIFU01 | AC000800 11/09 | 168.78 | C 0191185 001 | 7/23/10 | 7/23/10 | 168.78 | .00 |
| G 0159786 001 | 12/21/09 | LRESIFU01 | INV 400-290 | 42.50 | C 0191185 001 | 7/23/10 | 7/23/10 | 42.50 | .00 |
| G 0159787 001 | 12/21/09 | LRESIFU01 | INV 400-291 | 2,862.78 | G 0137618 001 | 6/23/08 | 2/03/10 | 2,862.78 | .00 |
| G 0160328 001 | 12/23/09 | LRESIFU01 | INV 400-40153 1 | 1,466.47 | C 0184742 001 | 4/13/10 | 4/13/10 | 1,466.47 | .00 |
| R 0141313 001 | 1/01/10 | LRESIFU01 | Non-Contractual | 5,220.00 | C 0179704 001 | 2/02/10 | 2/02/10 | 950.00 | 4,270.00 |
| | | | | | C 0183371 001 | 3/24/10 | 3/24/10 | 1,491.97 | 2,778.03 |
| | | | | | C 0191185 001 | 7/23/10 | 7/23/10 | 95.25 | 2,682.78 |
| | | | | | C 0210702 001 | 5/13/11 | 5/13/11 | .36 | 2,682.42 |
| R 0141313 002 | 1/01/10 | LRESIFU01 | Other Services | 661.66 | C 0182789 001 | 3/10/10 | 3/10/10 | 661.66 | .00 |
| R 0141313 003 | 1/01/10 | LRESIFU01 | Rent | 137,328.10 | C 0179150 001 | 1/12/10 | 1/12/10 | 137,328.10 | .00 |
| R 0141313 004 | 1/01/10 | LRESIFU01 | Estimated Opera | 935.86 | C 0179150 001 | 1/12/10 | 1/12/10 | 661.66 | 274.20 |
| | | | | | C 0182789 001 | 3/10/10 | 3/10/10 | 274.20 | .00 |
| R 0141313 005 | 1/01/10 | LRESIFU01 | Estimated Real | 361.99 | C 0182789 001 | 3/10/10 | 3/10/10 | 361.99 | .00 |
| G 0161277 001 | 1/22/10 | LRESIFU01 | 400-40188 | 1,668.77 | C 0181090 001 | 2/08/10 | 2/08/10 | 1,668.77 | .00 |
| R 0143045 001 | 2/01/10 | LRESIFU01 | Non-Contractual | 5,220.00 | C 0188637 001 | 6/01/10 | 6/01/10 | 5,220.00 | .00 |
| R 0143045 002 | 2/01/10 | LRESIFU01 | Other Services | 661.66 | C 0181089 001 | 2/01/10 | 2/01/10 | 661.66 | .00 |
| R 0143045 003 | 2/01/10 | LRESIFU01 | Rent | 142,134.58 | C 0181089 001 | 2/01/10 | 2/01/10 | 142,134.58 | .00 |
| R 0143045 004 | 2/01/10 | LRESIFU01 | Estimated Opera | 935.86 | C 0182789 001 | 3/10/10 | 3/10/10 | 935.86 | .00 |
| R 0143045 005 | 2/01/10 | LRESIFU01 | Estimated Real | 361.99 | C 0182789 001 | 3/10/10 | 3/10/10 | 361.99 | .00 |
| G 0161483 001 | 2/09/10 | LRESIFU01 | INV 400-292 QUA | 375.00 | C 0191185 001 | 7/23/10 | 7/23/10 | 375.00 | .00 |
| G 0162482 001 | 2/24/10 | LRESIFU01 | AC000814 | 467.42 | C 0182790 001 | 3/01/10 | 3/01/10 | 467.42 | .00 |
| G 0162482 002 | 2/24/10 | LRESIFU01 | AC000814 | 972.58 | C 0182790 001 | 3/01/10 | 3/01/10 | 972.58 | .00 |

ck# 810196789
ck# 734133
ck# 737958
ck# 739719

9/12/12 SRS2
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Print Charge Activity

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SRS2 V980924 SRSNYOUNG

From Tenant.. BAJILPR01 To Tenant.... Z9008GR01
From Lease... LRESIFU01 To Lease..... LRESIFU01

Tenant TRESIFU01 Residential Funding Company
Project BMSN201

From 12/01/09 To 9/12/12

| Receipt Application | | | | | | | | | |
|---------------------|---------|-----------|-----------------|------------|----------------|----------|----------|------------|-------------|
| Document | Date | Lease | Description | Amount | Appl. Document | Date | Date | Amount | Outstanding |
| G 0162488 001 | 2/24/10 | LRESIFU01 | 400-40216 | 1,393.30 | C 0221984 001 | 11/04/11 | 11/04/11 | 1,393.30 | .00 |
| G 0162489 001 | 2/24/10 | LRESIFU01 | 2008 TRUEUP | 13,298.74 | R 0134404 002 | 9/21/09 | 2/24/10 | 13,298.74 | .00 |
| R 0144292 001 | 3/01/10 | LRESIFU01 | Non-Contractual | 5,220.00 | C 0182790 001 | 3/01/10 | 3/01/10 | 5,220.00 | .00 |
| R 0144292 002 | 3/01/10 | LRESIFU01 | Other Services | 661.66 | C 0182790 001 | 3/01/10 | 3/01/10 | 661.66 | .00 |
| R 0144292 003 | 3/01/10 | LRESIFU01 | Rent | 142,134.58 | C 0182790 001 | 3/01/10 | 3/01/10 | 142,134.58 | .00 |
| R 0144292 004 | 3/01/10 | LRESIFU01 | Estimated Opera | 935.86 | C 0182789 001 | 3/10/10 | 3/10/10 | 935.86 | .00 |
| R 0144292 005 | 3/01/10 | LRESIFU01 | Estimated Real | 361.99 | C 0182789 001 | 3/10/10 | 3/10/10 | 361.99 | .00 |
| G 0163652 001 | 3/24/10 | LRESIFU01 | AC000827 | 539.46 | C 0184742 001 | 4/13/10 | 4/13/10 | 539.46 | .00 |
| G 0163652 002 | 3/24/10 | LRESIFU01 | AC000827 | 1,080.54 | C 0184742 001 | 4/13/10 | 4/13/10 | 1,080.54 | .00 |
| G 0163658 001 | 3/24/10 | LRESIFU01 | 400-40244 | 1,429.61 | C 0221984 001 | 11/04/11 | 11/04/11 | 1,429.61 | .00 |
| R 0146937 001 | 4/01/10 | LRESIFU01 | Non-Contractual | 5,220.00 | C 0184742 001 | 4/13/10 | 4/13/10 | 5,220.00 | .00 |
| R 0146937 002 | 4/01/10 | LRESIFU01 | Other Services | 661.66 | C 0184742 001 | 4/13/10 | 4/13/10 | 661.66 | .00 |
| R 0146937 003 | 4/01/10 | LRESIFU01 | Rent | 142,134.58 | C 0184742 001 | 4/13/10 | 4/13/10 | 142,134.58 | .00 |
| R 0146937 004 | 4/01/10 | LRESIFU01 | Estimated Opera | 935.86 | C 0184742 001 | 4/13/10 | 4/13/10 | 935.86 | .00 |
| R 0146937 005 | 4/01/10 | LRESIFU01 | Estimated Real | 361.99 | C 0184742 001 | 4/13/10 | 4/13/10 | 361.99 | .00 |
| G 0163881 001 | 4/06/10 | LRESIFU01 | inv 230-134 fle | 325.00 | C 0186780 001 | 5/13/10 | 5/13/10 | 325.00 | .00 |
| G 0163881 002 | 4/06/10 | LRESIFU01 | inv 230-134 fle | 32.50 | C 0186780 001 | 5/13/10 | 5/13/10 | 32.50 | .00 |
| G 0163997 001 | 4/13/10 | LRESIFU01 | 400-40274 march | 1,535.45 | C 0221984 001 | 11/04/11 | 11/04/11 | 1,535.45 | .00 |
| G 0164308 001 | 4/14/10 | LRESIFU01 | AC000839 | 59.97 | C 0221984 001 | 11/04/11 | 11/04/11 | 59.97 | .00 |
| G 0164308 002 | 4/14/10 | LRESIFU01 | AC000839 | 120.03 | C 0221984 001 | 11/04/11 | 11/04/11 | 120.03 | .00 |
| G 0164256 001 | 4/20/10 | LRESIFU01 | INV 400-294 DOO | 2,245.00 | C 0185230 001 | 4/23/10 | 4/23/10 | 2,245.00 | .00 |
| R 0149020 001 | 5/01/10 | LRESIFU01 | Non-Contractual | 5,220.00 | C 0186779 001 | 5/13/10 | 5/13/10 | 1,712.59 | 3,507.41 |
| | | | | | C 0209756 001 | 5/03/11 | 5/03/11 | 10.00 | 3,497.41 |
| R 0149020 002 | 5/01/10 | LRESIFU01 | Other Services | 661.66 | C 0188637 001 | 6/01/10 | 6/01/10 | 661.66 | .00 |
| R 0149020 003 | 5/01/10 | LRESIFU01 | Rent | 142,134.58 | C 0186779 001 | 5/13/10 | 5/13/10 | 142,134.58 | .00 |
| R 0149020 004 | 5/01/10 | LRESIFU01 | Estimated Opera | 935.86 | C 0186779 001 | 5/13/10 | 5/13/10 | 935.86 | .00 |
| R 0149020 005 | 5/01/10 | LRESIFU01 | Estimated Real | 361.99 | C 0186779 001 | 5/13/10 | 5/13/10 | 361.99 | .00 |

CK# 737574
CK# 739690

9/12/12 SRS2
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Shorenstein
Print Charge Activity

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SRS2 V980924 SRSNYOUNG

From Tenant.. BAJILPR01 To Tenant.... Z9008GR01
From Lease... LRESIFU01 To Lease..... LRESIFU01

Tenant TRESIFU01 Residential Funding Company
Project BMSN201

From 12/01/09 To 9/12/12

| | | | | | Receipt Application | | | | |
|---------------|---------|-----------|-----------------|------------|---------------------|---------|---------|------------|-------------|
| Document | Date | Lease | Description | Amount | Appl. Document | Date | Date | Amount | Outstanding |
| G 0166107 001 | 5/21/10 | LRESIFU01 | 400-40306 april | 1,470.90 | C 0188638 001 | 6/09/10 | 6/09/10 | 1,470.90 | .00 |
| R 0151216 001 | 6/01/10 | LRESIFU01 | Non-Contractual | 5,220.00 | C 0191185 001 | 7/23/10 | 7/23/10 | 5,220.00 | .00 |
| R 0151216 002 | 6/01/10 | LRESIFU01 | Other Services | 661.66 | C 0191185 001 | 7/23/10 | 7/23/10 | 661.66 | .00 |
| R 0151216 003 | 6/01/10 | LRESIFU01 | Rent | 142,134.58 | C 0188637 001 | 6/01/10 | 6/01/10 | 142,134.58 | .00 |
| R 0151216 004 | 6/01/10 | LRESIFU01 | Estimated Opera | 935.86 | C 0188637 001 | 6/01/10 | 6/01/10 | 935.86 | .00 |
| R 0151216 005 | 6/01/10 | LRESIFU01 | Estimated Real | 361.99 | C 0188637 001 | 6/01/10 | 6/01/10 | 361.99 | .00 |
| G 0166295 001 | 6/09/10 | LRESIFU01 | inv 400-295 | 108.00 | C 0204585 001 | 2/14/11 | 2/14/11 | 108.00 | .00 |
| G 0166295 002 | 6/09/10 | LRESIFU01 | 400-295 | 10.80 | C 0204585 001 | 2/14/11 | 2/14/11 | 10.80 | .00 |
| R 0151227 001 | 6/10/10 | LRESIFU01 | Estimated Real | .00 | | | | | .00 |
| R 0151227 002 | 6/10/10 | LRESIFU01 | Estimated Real | 2,571.49 | C 0192658 001 | 8/09/10 | 8/09/10 | 2,571.49 | .00 |
| G 0166536 001 | 6/16/10 | LRESIFU01 | ac000863 | 300.19 | C 0191185 001 | 7/23/10 | 7/23/10 | 300.19 | .00 |
| G 0166536 002 | 6/16/10 | LRESIFU01 | ac000863 | 659.81 | C 0191185 001 | 7/23/10 | 7/23/10 | 659.81 | .00 |
| R 0152973 001 | 7/01/10 | LRESIFU01 | Non-Contractual | 5,220.00 | | | | | 5,220.00 |
| R 0152973 002 | 7/01/10 | LRESIFU01 | Other Services | 661.66 | | | | | 661.66 |
| R 0152973 003 | 7/01/10 | LRESIFU01 | Rent | 142,134.58 | C 0191185 001 | 7/23/10 | 7/23/10 | 142,134.58 | .00 |
| R 0152973 004 | 7/01/10 | LRESIFU01 | Estimated Opera | 935.86 | C 0191185 001 | 7/23/10 | 7/23/10 | 935.86 | .00 |
| R 0152973 005 | 7/01/10 | LRESIFU01 | Estimated Real | 361.99 | C 0191185 001 | 7/23/10 | 7/23/10 | 361.99 | .00 |
| G 0168794 001 | 7/23/10 | LRESIFU01 | ac000875 | 53.80 | C 0192658 001 | 8/09/10 | 8/09/10 | 53.80 | .00 |
| G 0168794 002 | 7/23/10 | LRESIFU01 | ac000875 | 96.20 | C 0192658 001 | 8/09/10 | 8/09/10 | 96.20 | .00 |
| G 0168800 001 | 7/23/10 | LRESIFU01 | 400-40365 | 1,446.05 | C 0192658 001 | 8/09/10 | 8/09/10 | 1,446.05 | .00 |
| G 0168859 001 | 8/01/10 | LRESIFU01 | inv 400-296 os | 586.90 | C 0194753 001 | 9/16/10 | 9/16/10 | 586.90 | .00 |
| R 0154510 001 | 8/01/10 | LRESIFU01 | Non-Contractual | 5,220.00 | C 0192658 001 | 8/09/10 | 8/09/10 | 5,220.00 | .00 |
| R 0154510 002 | 8/01/10 | LRESIFU01 | Other Services | 661.66 | C 0192658 001 | 8/09/10 | 8/09/10 | 661.66 | .00 |
| R 0154510 003 | 8/01/10 | LRESIFU01 | Rent | 142,134.58 | C 0192658 001 | 8/09/10 | 8/09/10 | 142,134.58 | .00 |
| R 0154510 004 | 8/01/10 | LRESIFU01 | Estimated Opera | 935.86 | C 0192658 001 | 8/09/10 | 8/09/10 | 935.86 | .00 |
| R 0154510 005 | 8/01/10 | LRESIFU01 | Estimated Real | 361.99 | C 0192658 001 | 8/09/10 | 8/09/10 | 361.99 | .00 |
| G 0169107 001 | 8/02/10 | LRESIFU01 | Inv# AC000886 A | 83.42 | C 0194753 001 | 9/16/10 | 9/16/10 | 83.42 | .00 |

EXHIBIT C

2255 Partners, LP
2011 Operating Expense Escal.
INVOICE

Tenant Name: Residential Funding Corp
Suite: 400
Invoice Date: 9/14/2012

| | |
|---------------------------------------------|--------------------|
| 2011 Operating Expense Escal. | 1,911,141.95 |
| Adjusted 2008 Base Year Amount | 1,837,392.00 |
| Total Recoverable Operating Expense Escal. | 73,749.95 |
| Tenant Share @ 20.60% | 15,192.49 |
| Multiplied by Occupancy Percentage for Year | 100.00% |
| Total Amount Due | <u>3,129.65</u> |
| Less Prior Estimates Billed 2011 | 11,508.24 |
| Total Reconciliation | <u>\$ 3,684.25</u> |
| Adjustments (if any) | 0.00 |
| Total Amount Now Due (after adjustments) | <u>3,684.25</u> |

2255 Partners, LP
2011 Real Property Taxes
INVOICE

Tenant Name: Residential Funding Corp
Suite: 400
Invoice Date: 9/14/2012

| | |
|---------------------------------------------|---------------------|
| 2011 Real Estate Tax Escalation | 461,684.21 |
| Adjusted 2008 Base Year Amount | 435,769.00 |
| Total Recoverable Real Estate Tax Escal. | 25,915.21 |
| Tenant Share @ 20.60% | 5,338.53 |
| Multiplied by Occupancy Percentage for Year | 100.00% |
| Total Amount Due | <u>5,338.53</u> |
| Less Prior Estimates Billed 2011 | <u>6,376.08</u> |
| Total Reconciliation | (1,037.55) |
| Adjustments (if any) | <u>0.00</u> |
| Total Amount Now Due (after adjustments) | <u>(1,037.55)</u> |

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

| | | |
|-----------------------------------|---|------------------------|
| In re: |) | |
| |) | Case No. 12-12020 (MG) |
| RESIDENTIAL CAPITAL, LLC, et al., |) | |
| |) | Chapter 11 |
| |) | |
| Debtors. |) | Jointly Administered |
| |) | |

CERTIFICATE OF SERVICE

Alexander Parachini, certifies under penalty of perjury that:

1. I am over 18 years of age, am employed by Pillsbury Winthrop Shaw Pittman LLP, and am not a party to this action.
2. On September 28, 2012, I caused true and correct copies of 2255 Partners, L.P.'s Objection to Cure Amount Stated in Notice of (I) Debtors' Intent to Assume and Assign Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto to be served via first class mail to the parties on Exhibit A hereto.

Dated: September 28, 2012
New York, New York

/s/ Alexander Parachini
Alexander Parachini

Exhibit A
(First Class Mail)

| | |
|------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Morrison & Foerster LLP 1290 Avenue of the Americas New York, NY 10104 Attn: Larren M. Nashelsky and Gary S. Lee | Sidley Austin LLP One South Dearborn Chicago, IL 60603 Attn: Jessica C.K. Boelter |
| Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, NY 10036 Attn: Kenneth H. Eckstein and Douglas H. Mannal | Office of the United States Trustee for the Southern District of New York 33 Whitehall Street, 21st Floor New York, NY 10004 Attn: Brian Masumoto, Esq. |
| Munger, Tolles & Olson LLP 355 South Grand Avenue Los Angeles, CA 90071 Attn: Seth Goldman and Thomas Walper | |